

**STATE OF ALABAMA
DEPARTMENT OF INSURANCE
MONTGOMERY, ALABAMA**

REPORT ON EXAMINATION

OF

ALFA GENERAL INSURANCE CORPORATION

Montgomery, Alabama

AS OF

DECEMBER 31, 2006

Participation:

**ALABAMA
Southeastern Zone, NAIC**

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AFFIDAVIT

**STATE OF ALABAMA
COUNTY OF MONTGOMERY**

Blase Francis Abreo, being first duly sworn, upon his oath deposes and says:

THAT he is an examiner appointed by the Commissioner of Insurance for the State of Alabama;

THAT an examination was made of the affairs and financial condition of *ALFA GENERAL INSURANCE CORPORATION*, for the period of January 1, 2002 through December 31, 2006;

THAT the following 40 pages constitute the report therein to the Commissioner of Insurance of the State of Alabama; and

THAT the statements, exhibits, and data therein contained are true and correct to the best of his knowledge and belief.

Francis Blase Abreo
Blase Francis Abreo, CFE

Subscribed and sworn to before the undersigned authority this 23rd day of May 2008.

Dianne B. Mills
(Signature of Notary Public)

Dianne B. Mills Notary Public
(Print Name)

in and for the State of Alabama

My Commission expires 4-18-2009



BOB RILEY
GOVERNOR

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DEPARTMENT OF INSURANCE

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May 23, 2008

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Dear Commissioners and Directors:

Pursuant to your instructions and in compliance with the statutory requirements of the State of Alabama and the resolutions adopted by the National Association of Insurance Commissioners, a full scope financial and market conduct examination as of December 31, 2006, has been made of

ALFA GENERAL INSURANCE CORPORATION

at its home office at 2108 East South Boulevard, Montgomery, Alabama, 36116. The report of examination is submitted herewith. Where the description "Company" appears herein, without qualification, it will be understood to indicate Alfa General Insurance Corporation.

SCOPE OF EXAMINATION

A full scope financial and market conduct examination was authorized pursuant to the instructions of the Alabama Insurance Commissioner and in accordance with the statutory requirements of the *Alabama Insurance Code* and the regulations and bulletins of the State of Alabama Department of Insurance in accordance with the applicable guidelines and procedures promulgated by the National Association of Insurance Commissioners (NAIC); and in accordance with generally accepted examination standards.

The Company was last examined for the five-year period ended December 31, 2001. A limited scope examination for the period ended December 31, 2004, concluded on June 30, 2005. The current examination covers the intervening period from January 1, 2002, through December 31, 2006, and was conducted by examiners from the Alabama Department of Insurance. Where deemed appropriate, transactions subsequent to December 31, 2006, were reviewed.

The examination included a general review of the Company's operations, administrative practices, and compliance with statutes and regulations. Corporate records were inspected. Income and disbursement items for selected periods were tested. Assets were verified and valued, and all known liabilities were established or estimated as of December 31, 2006. However, the discussion of assets and liabilities contained in this report has been confined to those items which resulted in a change to the financial statements, or which indicated a violation of the *Alabama Insurance Code* and the Insurance Department's rules and regulations, or other insurance laws or rules, or which were deemed by the examiner to require comments and/or recommendations.

Company office copies of the filed Annual Statements for the years 2002 through 2006 were compared with or reconciled to account balances with respect to ledger items.

The market conduct phase of the examination consisted of a review of the Company's territory, plan of operation, complaint handling, marketing and sales, producer licensing, policyholder service, underwriting and rating, claims payments and practices, and compliance with privacy policies and practices.

A signed certificate of representation was obtained during the course of the examination. In this certificate, management attests to have valid title to all assets and to the nonexistence of unrecorded liabilities as of December 31, 2006. A signed

letter of representation was also obtained at the conclusion of the examination whereby management represented that, through the date of this examination report, complete disclosure was made to the examiners regarding asset and liability valuation, the financial position of the Company, and contingent liabilities.

ORGANIZATION AND HISTORY

The Company was incorporated on December 8, 1982, as a wholly-owned subsidiary of Federated Guaranty Life Insurance Company (currently Alfa Life Insurance Corporation (ALI)). The original name of the Company was Federated Guaranty General Insurance Corporation, Inc.

On January 4, 1983, the holding company now named Alfa Corporation was incorporated in Delaware under the name, Federated Guaranty Corporation. At that time the stock of the Company, as well as that of its parent, ALI, was contributed to Alfa Corporation.

Effective May 1, 1987, the Alabama Farm Bureau Federation withdrew from the national Farm Bureau Federation, of which it was a franchise member, and changed its name to Alabama Farmers Federation. The name of the Company was changed to Alfa General Insurance Corporation.

During the interim from the Company's organization through 1987, the Company became affiliated with four other property and casualty insurers. In 1987, a reinsurance pooling agreement was formed between these five affiliates. The terms of the agreement provide that all direct business of the affiliates will be ceded to Alfa Mutual Insurance Company (AMI). The pooled business is then retroceded according to percentages provided in the pooling agreement. In 1989, an intercompany reinsurance pooling committee, representing the boards of directors of the reinsurance pool participants, was established. This committee is responsible for reviewing and approving any changes to the pooling agreement, to assure that transactions are fair and equitable to all pool participants, and to monitor potential, or actual, conflicts of interest between pool participants.

In 1999, Alfa Specialty Insurance Corporation (ASI) was organized as a stock company, wholly-owned by AMI. ASI became a participant in the reinsurance pooling agreement in 2001.

In 2004, Alfa Vision Insurance Corporation (AVI) was organized as a wholly-owned subsidiary of Alfa Corporation, an SEC registrant. Alfa Corporation is affiliated with Alfa Mutual Insurance Company, Alfa Mutual Fire Insurance Company, and Alfa Mutual General Insurance Company (collectively, the Mutual Group). The Mutual Group owns 54.8% of Alfa Corporation's common stock, their largest single investment. (See the heading SUBSEQUENT EVENTS for development on Alfa Corporation). AVI commenced business on January 1, 2005, and became a participant in the reinsurance pooling agreement effective January 1, 2005.

During the period covered by the examination, the Company amended the Articles of Incorporation by revoking and replacing Article III, Paragraph 16, which was effective February 24, 2003. No amendments were made to the Company's *By-Laws* during the period under examination.

The Company commenced business with \$700,000 of paid up capital and \$1,050,000 of paid in surplus, derived from the sale of 700,000 shares of \$1.00 par value capital stock for a price of \$2.50 per share. On December 6, 1988, Alfa Corporation made a surplus contribution to the Company, in the amount of \$28,053,218. The Company then repaid \$14,000,000 in surplus notes and transferred \$800,000 to its capital account. This resulted in \$1,500,000 paid up capital and \$28,303,218 paid in surplus at that time. The 2006 Annual Statement indicated the following:

- Net Admitted Assets: \$441,293,363
- Liabilities: \$238,373,234
- Total capital and surplus:
 - Common capital stock: \$1,500,000
 - Gross paid in and contributed surplus: \$30,088,016
 - Aggregate write-ins for special surplus funds: \$3,775,279
 - Unassigned funds (surplus): \$167,556,834

MANAGEMENT AND CONTROL

Stockholders

The Company is a stock corporation with ultimate control vested in its stockholders. At December 31, 2006, one hundred percent (100%) of the issued and outstanding common stock was owned by Alfa Corporation, an SEC registrant. The controlling interest in Alfa Corporation is held by Alfa Mutual Insurance Company, Alfa Mutual Fire Insurance Company, and Alfa Mutual General Insurance Company (collectively,

Alfa Mutual Group). Alfa Mutual Group owns 54.9% of Alfa Corporation, and the remaining 45.1% is publicly held.

Board of Directors

According to Article III of the *By-Laws*, the management and control of the business shall be vested in a Board of Directors consisting of eight directors. Directors are elected at the annual meeting of the general membership and serve until their successors are elected and qualified. At least one-third of the directors should be residents of Alabama.

The following directors were serving at December 31, 2006:

<u>Name and Residence</u>	<u>Principal Occupation</u>
Jerry Allen Newby Athens, Alabama	Chairman of the Board, CEO, President, Alfa Mutual Insurance Company
Russell Riley Wiggins Andalusia, Alabama	Vice President, Southeast Area, Alfa Mutual Insurance Company
Stephen Leonard Dunn Evergreen, Alabama	Treasurer, Alfa Mutual Insurance
Curtis Dean Wysner Woodland, Alabama	Vice President, Central Area, Alfa Mutual Insurance Company
Benjamin Phil Richardson Montgomery, Alabama	Retired, Company Executive Vice President
Hal Franklin Lee Hartselle, Alabama	Vice President, Northwest Area, Alfa Mutual Insurance Corporation
Jacob Calhoun Harper Camden, Alabama	Vice President, Southwest Area, Alfa Mutual Insurance Company
John Russell Thomas Alexander City, Alabama	President, Aliant National Corporation

Officers

The Company's *By-Laws* provide that its principal officers shall be a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer; and such other officers as the Board of Directors may determine. The offices of Chairman of the Board and President may be held by the same person; and the offices of Secretary and Treasurer may be held by the same person.

The following officers were elected by the Board of Directors and were serving at December 31, 2006:

Officer	Title
Jerry Allen Newby	President and CEO; Chairman of the Board
Clyde Lee Ellis III	Vice President and Treasurer
Herman Alan Scott	Secretary

The following officers were appointed by the Board of Directors and were serving at December 31, 2006:

Officer	Title
Clyde Lee Ellis III	Executive Vice President, Operations
Herman Tyrone Watts	Executive Vice President, Marketing
Stephen Goddard Rutledge	Senior Vice President, CFO & Chief Investment Officer
Herman Alan Scott	Senior Vice President and General Counsel
James Rogers Azar	Senior Vice President, Audit & Risk Management
John Thomas Jung	Senior Vice President, Chief Information Officer
Jerry William Johnson	Senior Vice President, Claims
Thomas Earle Bryant	Senior Vice President, Human Resources
Wyman Worley Cabaniss	Senior Vice President, P & C Underwriting
Carol Lynn Golsan	Senior Vice President, Marketing Services
Alfred Edwin Schellhorn	Vice President, Corporate Development
Gordon Thomas Carter	Vice President and Associate General Counsel
Darrell Lee McNeal	Vice President, Georgia Marketing
Robert Wyatt Pace	Vice President, Mississippi Marketing
Linda Gail Pelt	Vice President, Auto Underwriting
Kenneth Everett Stephens	Vice President, P & C Systems Implementation
Elizabeth Vail Chancey	Vice President, Property & Casualty Underwriting
Ralph Clayton Forsythe	Vice President, Finance & Assistant CFO
David Ray Proctor	Vice President, Taxes
Donald Eugene Manis	Vice President, Property & Casualty Actuary
Christine Gnann Cantrell	Vice President, Marketing Communications
Connie Leah Whitecotton	Vice President, Chief Risk & Compliance Officer
Jacob Daniel Black	Vice President, P&C Accounting
Patti Jo Everage	Vice President, Financial Reporting & Planning
Thomas Allen Foster	Vice President, Loan Operations
Russell John Sinco	Vice President, Projects, Finance
Julie Meadows Parish	Assistant Vice President, Financial Reporting Compliance
John Delane Hemmings Jr.	Vice President, Investments

Committees

The following committees were appointed by the Board of Directors and were serving at December 31, 2006:

<u>Pooling Committee</u>	
Jerry Allen Newby	John Elijah Walker
David Eugene Bitto	
<u>Contribution Committee</u>	
Hal Franklin Lee	Russell Riley Wiggins
Jacob Calhoun Harper	Curtis Dean Wysner
Stephen Leonard Dunn	

Conflict of Interest

The Company follows an established procedure for the disclosure of conflicts between the Company's interest and the personal interest of directors and officers. The conflict of interest policy is part of the "Principles of Business Conduct" (Principles) policy, which was effective August 14, 2001. Effective February 4, 2003, the Principles went into major revision, when the Company incorporated the provisions required by the Federal Sarbanes-Oxley Act.

Section 8 of the revised Principles, does not require the employees to sign annual conflict of interest statements. Under the policy, all new employees are required to confirm their compliance with the policy at their hiring. Confirmations are obtained from all existing employees when the policy undergoes significant revision, or whenever circumstances dictate that reconfirmation would be helpful in reinforcing the Company's "tone at the top" message.

The listing that indicated that the officers and directors had read the Principles and electronically acknowledged that they had read the Principles was reviewed. The disclosures made during the period did not appear to represent a conflict of interest. The listing was checked with the names of the officers and directors listed on the Company's Annual Statements under examination. The review indicated that some directors, which were non-employees, had not acknowledged reading the Principles, since it had a significant revision, effective February 4, 2003. Company management indicated that the aforementioned directors had signed the acknowledgement, confirming reading and adhering to the Principles, since its significant revision. However, according to Company management, the signed copies had been misplaced and could not be located.

The Company indicated "Yes" to the GENERAL INTERROGATORIES of the NAIC Annual Statement Instructions, which asks the following question:

"Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees, or responsible employees that is in conflict or likely to conflict with the official duties of such persons?"

As noted above, the Company had an established procedure for the disclosures of conflicts of interest to the Board of Directors; however, the Company could not provide evidence that all directors had signed the conflict of interest statements.

CORPORATE RECORDS

The Articles of Incorporation, and *By-Laws*, as amended were inspected and found to provide for the operation of the Company in accordance with usual corporate and applicable statutes and regulations. One amendment was made to the Articles of Incorporation during the period covered by the examination.

Minutes of the Annual Membership meetings, Board of Directors and committees of the Company, from January 1, 2002, through the most recent meetings recorded at the time of examination, were reviewed. The minutes appeared to be complete with regard to recorded actions taken on matters before the respective bodies for deliberation and action.

HOLDING COMPANY AND AFFILIATES

The Company is subject to the *Alabama Insurance Holding Company Regulatory Act*, as defined in ALA. CODE § 27-29-1 (1975). In connection therewith, the Company is registered with the Alabama Department of Insurance as joint registrant of an Insurance Holding Company System. The Company is responsible for holding company registration and periodic filings in accordance with ALA. CODE § 27-29-4 (1975), and ALA. ADMIN. CODE 482-1-055 (1994).

Appropriate filings required under the Holding Company Act were made from time to time by the Company as registrant. The examination did not determine that any required disclosures were excluded from the Company's filings, except as noted under the caption *Monthly Billing Service Agreement*.

Dividends to Stockholders

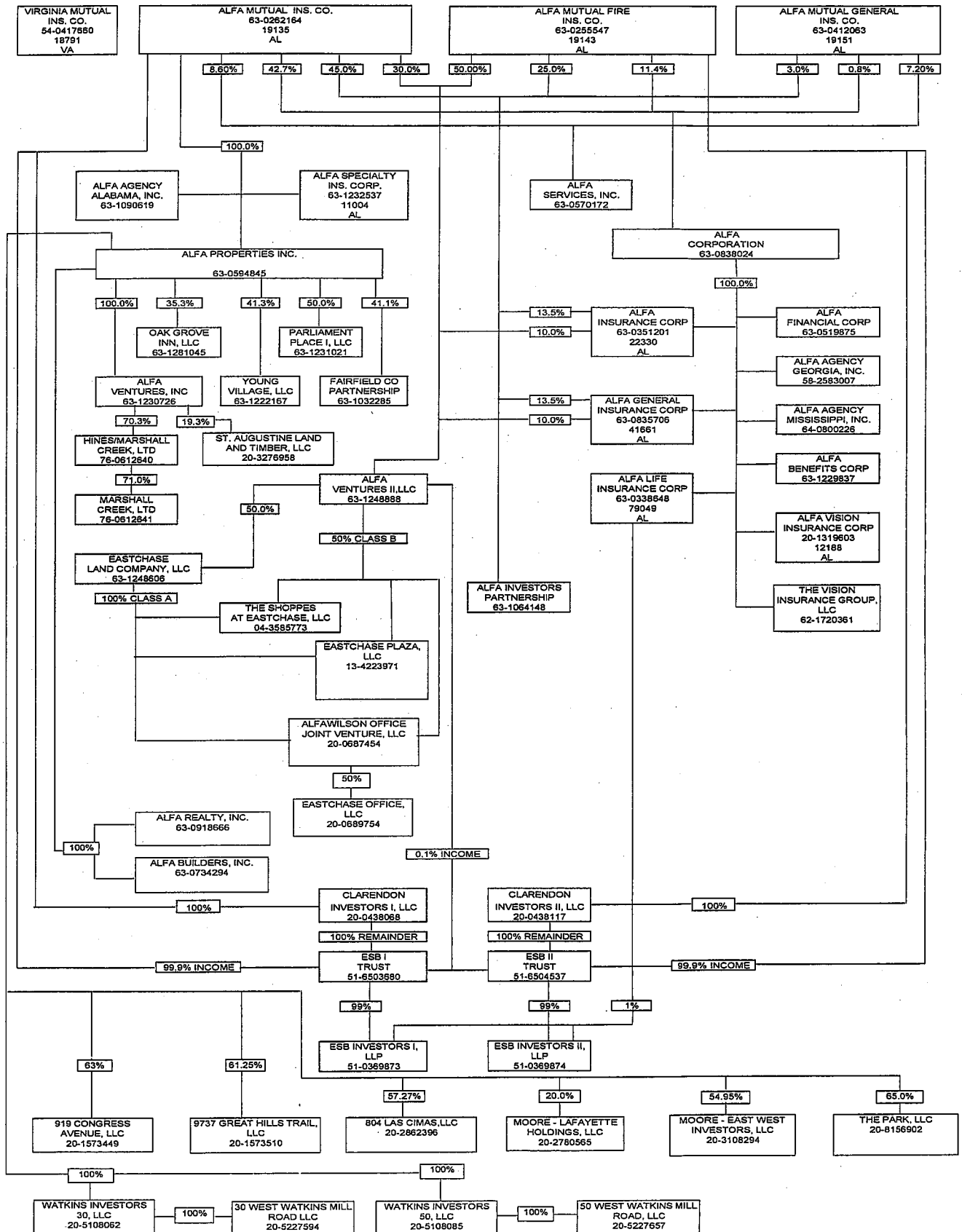
During the period under examination, the Company paid the following cash dividends to its sole stockholder, Alfa Corporation.

<u>Year</u>	<u>Dividend</u>
2002	\$ 6,913,500
2003	11,773,500
2004	14,442,000
2005	24,784,500
2006	24,810,500

Dividends paid were in accordance with Alabama statutes and regulations.

Organizational Chart

The following chart presents the identities and interrelationships among all affiliated persons within the Insurance Holding Company System at December 31, 2006.



Transactions and Agreements with Affiliates

Management and Operating Agreement

The following insurers were under the control of Alfa Mutual Insurance Company (AMI) and were parties to a Management and Operating Agreement with AMI: the Company, Alfa Mutual General Insurance Company; Alfa Mutual Fire Insurance Company; Alfa Insurance Corporation; Alfa Specialty Insurance Corporation; Alfa Life Insurance Corporation; and Alfa Vision Insurance Corporation. These companies will be referred to, collectively as the "affiliates" in the remainder of the discussion of this topic.

The original agreement had been in effect since January 1, 1960, with periodic amendments to modify the terms and to add companies as they became affiliated. Effective January 1, 2001, it was amended and restated "... in its entirety in order to clarify and make more certain their relationship to one another." Also, the term of the agreement was to be five years, through December 31, 2005, then automatically renewed for periods of one year. Effective January 1, 2005, it was amended to include Alfa Vision Insurance Corporation.

Pertinent terms of the agreement include the following:

- The affiliates appoint and engage AMI to take charge of, conduct, operate and manage the business operations of the affiliates, respective to each affiliate's charter and Board of Directors, and in a proper and prudent fashion. AMI will provide all home office operating service to the affiliates, including accounting, disbursement and payroll services and will serve as a disbursing agent for the payment of all employees and agents of the affiliates.
- AMI agrees to employ, in its own name, all personnel necessary to perform the aforesaid, and reserves all rights and responsibilities of the employer of said personnel. All agents of the affiliates shall be appointed in the name of the respective affiliates and shall work on behalf of the respective affiliates. All personnel and agents of any affiliate employed outside Alabama are the sole responsibility of that affiliate. AMI agrees to indemnify and hold the affiliates harmless against any loss on account of the dishonesty or infidelity of any of AMI's employees. Also, the affiliates agree to indemnify and hold harmless AMI for liabilities and obligations prior to the effective date of the agreement, failure or negligent failure of the affiliate to perform under the agreement, breach of

warranty by the affiliate and liabilities or obligations of AMI's management or operation of the affiliate.

- AMI agrees that the business of each party to the agreement shall be conducted in the name of the respective party and that the records of each party shall be kept separately. AMI agrees to provide all required records, record-keeping services and data processing necessary to the efficient and economical operation of such business.
- The affiliates agree to reimburse AMI for expenses and additional charges in accordance with schedules which are attached to the agreement. These schedules are subject to periodic amendment. Expense allocations and other charges are determined by time, usage, and related special expense allocation studies conducted by AMI. Expenses entirely attributable to the affiliates such as printing and supplies are purchased and paid for directly by the respective affiliate.
- Arbitration: Disputes not resolved in 30 days are to be submitted for arbitration in the Birmingham, AL office of the American Arbitration Association in accordance with commercial arbitration rules.
- Confidentiality: Each party agrees to keep all Confidential Information strictly confidential.

Numerous expense categories are prorated between affiliates on Schedule A, an attachment to the agreement. Certain other expenses are allocated directly to the affiliates that benefit from expenditures. Agents' commissions are allocated 100% to the affiliate writing the business. Fixed monthly charges are paid by the affiliate for certain other expenses.

Tax Allocation Agreement

The Company entered into a Tax Allocation Agreement between Alfa Corporation, the Company's Parent, and among several affiliates including Alfa Insurance Corporation, Alfa Vision Insurance Corporation, Alfa Financial Corporation, Alfa Builders, Inc., Alfa Realty, Inc., Alfa Agency Georgia, Inc., Alfa Agency Mississippi, Inc., Alfa Benefits Corporation and Alfa Life Insurance Corporation on January 1, 2004, that applied to the taxable year ending December 31, 2003, and subsequent years until terminated. The agreement was amended and restated effective March 1, 2004, to remove the affiliates Alfa Builders, Inc. and Alfa Realty, Inc. from the affiliated group. The agreement was amended and restated again on May 22, 2006, to

change the tax allocation method to the percentage method pursuant to Treasury Regulation §1.1502-33(d)(3).

The Company and affiliates, parties to the agreement, agree as follows:

- A U.S. consolidated income tax return shall be filed by the Parent for the taxable year ending December 31, 2006, and for each subsequent taxable period in respect of which this agreement is in effect and for which the affiliated group is required or permitted to file a consolidated tax return.
- The agreement stipulates that the tax liability of the group shall be apportioned among the members of the group in accordance with the ratio of that portion of the consolidated taxable income attributable to each member of the group bears to the consolidated taxable income.
- The parties to the agreement agreed that the consolidated tax liability for each year, determined in accordance with Treasury Regulation §1.1502-2, shall be apportioned among them in accordance with the provision of Treasury Regulation §1.1502-53(d)(3) (Percentage Method). This method allocates tax liability based upon the absorption of tax attributes, without taking into account the ability of any member to subsequently absorb its own tax attributes.
- Payment of the consolidated tax liability for a taxable period shall include the payment of estimated tax installments due for such taxable period, and each subsidiary shall pay to the Parent its share of each payment within ten days of receiving notice of such payment. Any amounts paid by a subsidiary on account of a separate return or separate estimated tax payments which are credited against the consolidated tax liability of the Affiliated Group, shall be included in determining the payments due from such subsidiary. Any overpayment of estimated tax should be returned to the subsidiary.
- If the consolidated tax liability is adjusted for any taxable period, whether by means of an amended return, claim for refund, or after a tax audit by the IRS, the liability of each member shall be recomputed to give effect to such adjustments, and in the case of a refund, the Parent shall make payment to each member for its share of the refund, within ten days after the refund is received by the Parent. In the case of an increase in tax liability, each member shall pay to the Parent its allocable share of such increased liability within ten days after receiving notice of the liability from the Parent.

- If, during a consolidated return period, the Parent or any subsidiary acquires or organizes another corporation that is required to be included in the consolidated return, then such corporation shall join in and be bound by the agreement.
- The agreement shall be binding upon and inure to the benefit of any successor, whether by statutory merger, acquisition of assets or otherwise, to any of the parties, to the same extent as if the successor had been an original party to the agreement.

Monthly Billing Service Agreement

The Company entered into a Monthly Billing Service Agreement between Alfa Financial Corporation (Financial) and: 1) The Company, 2) Alfa Mutual General Insurance Company, 3) Alfa Mutual Fire Insurance Company, 4) Alfa Insurance Corporation, and 5) Alfa Mutual Insurance Company (collectively referred to as "Insurers"). The agreement was effective January 1, 2005, and included the following:

- Financial agreed to grant a perpetual nontransferable license to use Financial's software in order to process transactions.
- Insurers will pay to Financial a non-refundable processing fee for the right to use Financial's software for processing monthly premium payment transactions.
- Financial will bear all credit losses.
- Financial shall be obligated to provide the software to Insurers without further charge or obligation and to provide Insurers any and all updates to said software.
- Insurers will remit to Financial the service fees no less frequently than on a monthly basis.
- The contract may be cancelled by either party by giving to the other party notice of cancellation in writing thirty days prior to the date cancellation is to become effective.
- In the event of cancellation, Insurers have no further right to use Financial's software, and Insurer's shall pay Financial through the date of cancellation.

- The contract will be governed by Alabama Law.
- The contract can only be amended in writing signed by all the parties.

A review of the aforementioned *Monthly Billing Service Agreement* and the holding company filings and amendments made on behalf of the Company indicated that the agreement had not been approved by the Alabama Department of Insurance. Because the Company had not obtained approval of the agreement among affiliates within the holding company system, the Company was not in compliance with ALA. CODE § 27-29-5 (b) (1975), which states:

“The following transactions involving a domestic insurer and any person in its holding company system may not be entered into unless the insurer has notified the commissioner in writing of its intention to enter into such transaction at least 30 days prior thereto, or such shorter period as the commissioner may permit, and the commissioner has not disapproved it within that period. . . .

(4) All management agreements, service contracts, and all cost-sharing arrangements; and. . . .”

FIDELITY BOND AND OTHER INSURANCE

At December 31, 2006, the Company was named insured under a financial institution bond issued by Fidelity and Deposit Company of Baltimore, Maryland. The single loss limit of the bond met the NAIC suggested minimum requirements for fidelity coverage. The bond provided the following coverages:

- Fidelity
- Forgery or alteration
- Optional
 - Agents # 1
 - Computer systems fraud.

The Fidelity coverage insured the Company against any loss through any dishonest or fraudulent act committed by an employee acting alone or in collusion with others. The dishonest or fraudulent acts must be committed by the employee with the manifest intent to cause the insured to sustain such loss and to obtain financial benefit in the normal course of employment.

In addition to the fidelity bond, Alfa Mutual Insurance Company maintained other insurance policies to protect the Company and its affiliates against hazards to which they may be exposed.

EMPLOYEES' AND AGENTS' WELFARE

The Company had no employees; therefore, it had no formal employees' or agents' welfare program. Its operations were conducted by the personnel of Alfa Mutual Insurance Company, an ultimate parent of the Company, under the terms of a Management and Operating Agreement. The Company's officers, elected and appointed, for the Company were also employees of Alfa Mutual Insurance Company. For further comment, see the caption *Management and Operating Agreement* under the heading HOLDING COMPANY AND AFFILIATES.

Section 1033 of Title 18 of the U.S. CODE

As noted above, the Company's operations were conducted by personnel employed by Alfa Mutual Insurance Company (AMI) under the terms of a Management and Operating Agreement. According to ALA. ADMIN. CODE 482-1-121 (2003), persons who act as or are officers, directors, producers, or employees, including those authorized to act on their behalf are subject to Section 1033 of Title 18 of the U.S. CODE; therefore the Company and those acting on its behalf including Directors, officers, agents, and employees working under the terms of a Management and Operating Agreement are subject to the terms of the aforementioned ALA. ADMIN. CODE.

The Company was asked how it determined if those working on its behalf were not in conflict with Section 1033 of Title 18 of the U.S. CODE, and ALA. ADMIN. CODE 482-1-121 (2003), which prohibits certain persons from participating in the business of insurance.

The Company provided an employment application used during the examination period which asks potential employees about any criminal convictions during the previous ten years and the authorization to obtain consumer and/or investigative consumer reports on the applicant. Company management indicated that the Company does not hire applicants who have been convicted of a felony unless prior authorization has been obtained from the Alabama Department of Insurance in accordance with ALA. ADMIN. CODE 482-1-121 (2003). The Company's "Principles of Business Conduct" (Principles) policy requires that employees report

any felony convictions, either personal or about another employee immediately to Human Resources.

Although, the employment applications used during the examination period, asked potential employees about felony convictions within the last ten years, and the Principles policy requires employees to report felony convictions, the Company could not demonstrate that employees who had been with the Company before the Principles went into effect were not in conflict with ALA. ADMIN. CODE 482-1-121 (2003), which states:

“... The Act contains no grandfather provision for persons already transacting the business of insurance. The Act contains no automatic waivers for individuals who may possess a state insurance license. Further, there is no time limitation on how far back the felony conviction that triggers the prohibited person status may have occurred. . . .”

The Company indicated it had a procedure in place to perform background checks on agents and customer service representatives since 1998, and on its home office employees since 2004. The Company provided evidence that in 2003-2004 its employees electronically certified pursuant to the Company's Principles policy that they had not been convicted of a felony and would inform management of any changes to their responses. According to the Company, employees hired subsequent to 2004 signed the policy when hired and a copy is maintained in their personnel file.

The Company could not provide evidence that it has a policy in place to ensure those authorized to act on its behalf continue to meet the requirements of Section 1033 of Title 18 of the U.S. CODE, and ALA. ADMIN. CODE 482-1-121 (2003), which states:

“... Insurance companies, as well as persons employing anyone to conduct the business of insurance may be in violation of this statute if they willfully permit participation by a prohibited person, including persons who are already employed or being considered for employment. Failure to initiate a screening process in an attempt to identify prohibited persons in current or prospective employment relationships may be a factor in determining if a violation of this statute has occurred. . . .”

MARKET CONDUCT ACTIVITIES

Territory

At December 31, 2006, the Company was licensed to transact business in the following states:

Alabama

Georgia

Mississippi

The Certificates of Authority from the respective jurisdictions were inspected and found to be in effect at December 31, 2006.

Plan of Operation

The Company markets its products through captive agents. At December 31, 2006, the Company employed 83 agents appointed to write its business in Georgia and 73 in Mississippi. The Company only wrote business in Georgia and Mississippi during the examination period, although it was licensed in Alabama.

For the year 2006, direct premiums written for private passenger automobile comprised about 57% of the Company's total business. The remaining 43% was comprised of homeowners insurance.

Policy Forms and Underwriting

The Company's direct written premiums were confined to the states of Georgia and Mississippi. The examiners did not review the policy forms and underwriting procedures for states other than Alabama.

Compliance with Agents' Licensing Requirements

In order to verify compliance with agents' licensing requirements of the Alabama Department of Insurance (ALDOI), a sample of fifty agents licensed in Alabama was taken from the listing maintained by the Company. The agents' names were compared with the listing maintained on the ALDOI website. No discrepancies were found within the sample.

A sample of 100 policies written by the Alfa P & C companies in the State of Alabama was checked against the ALDOI's licensing records, to verify if the agents were appropriately licensed for the P & C companies. No discrepancies were found within the sample.

Advertising and Marketing

The Company's advertising materials were reviewed for the period covered by the examination. The advertisements consisted of signs, billboards, newspaper advertisements, and spot advertisements on radio and television.

The Company's web page (www.alfains.com) was reviewed and found to include the following links: Company's background, product lines, claim information, career opportunities, how to locate an agent or the Alabama Farmers Federation, headlines, and Company contact information.

The Company's advertising was planned and coordinated by Integrated Marketing Communication, a subdivision of the Alfa Mutual Insurance Company's marketing division. The cost of advertisement was shared on a proportionate basis with other participating affiliates of the Company and the Alabama Farmers Federation. Company management indicated that the producers are not allowed to create their own advertising and sales material, including internet sites. Producers are required to use Company approved advertising material.

Claims Payments Practices

The Company was audited with six other property and casualty insurance affiliates (P & C) and one Life Company. In order to verify compliance with claims payment practices of the Alabama Department of Insurance (ALDOI), a sample of 100 closed claims was taken from the P & C claims closed 2002 – 2006 register.

The paid claims sample was reviewed with regards to compliance with policy provisions, timeliness of payments, and adequacy of documentation. Other than the items listed below, no noteworthy discrepancies were found within the sample of paid claims. The examiners determined the following:

- Five files could not be located.
- Two claim payment drafts could not be located.

Since the Company could not provide the five files and the two claim payment drafts, the Company did not comply with ALA. CODE § 27-27-29 (a) (1975), which states:

“Every domestic insurer shall have, and maintain, its principal place of business and home office in this state and shall keep therein complete records of its assets, transactions and affairs in accordance with such methods and

systems as are customary or suitable as to the kind, or kinds, of insurance transacted.”

Policyholders' Complaints

The Company's complaint register was reviewed in order to verify if all written complaints were logged on the register. Company management indicated that complaints from insurance departments and written complaints received at the home office that allege violation of state or federal laws or of any regulations, directives, or bulletins of the insurance departments are logged on the register. There was one register for the seven Alfa P&C Companies combined, which included: 1) The Company, 2) Alfa Mutual Insurance Company, 3) Alfa Mutual Fire Insurance Company, 4) Alfa Mutual General Insurance Company, 5) Alfa Insurance Corporation, 6) Alfa Vision Insurance Corporation, and 7) Alfa Specialty Insurance Corporation.

During the period covered by the examination, 233 complaints were logged on the register against the Alfa P & C companies. The complaint register did not specify which company was the subject of the complaint. Fifty complaint files were requested to determine if the files contained adequate documentation. The examiners determined that the Alfa P & C companies maintained adequate documentation.

The Alabama Department of Insurance adopted the NAIC Market Regulation Handbook, effective May 7, 2007, via ALA. ADMIN. CODE 482-1-097-.07 (2007). According to the handbook, regulated entities should include, but not be limited, to the following information in the complaint register:

- Line of business
- Function (underwriting, marketing and sales, claims, policyholder services or miscellaneous);
- Reason for complaint (underwriting, application, cancellation, rescission, nonrenewal).

The handbook also requires that the regulated entity record all written communication expressing a grievance in the regulated entity's complaint register.

Privacy Policies and Practices

The Company's policy is that non-public information involving underwriting, marketing, claims handling, and fraud prevention is not shared with anyone outside the Company except for that sharing allowed by the exceptions in the Gramm-Leach-

Bliley Act. The insured receives a Privacy Notice at the point-of-sale, and the Company sends a Privacy Notice to the insured on an annual basis. The Company complied with the privacy requirements of ALA. ADMIN. CODE 482-1-122 (2001).

SPECIAL DEPOSITS

In order to comply with the statutory requirements for doing business in the various jurisdictions, in which it was licensed, the Company had the following securities on deposit with state authorities at December 31, 2006.

<u>State</u>	<u>Book Value</u>	<u>Fair Value</u>
Alabama	\$249,870	\$250,343
Georgia	36,529	46,397
Total	\$286,399	\$296,740

FINANCIAL CONDITION/GROWTH OF THE COMPANY

The following table sets forth the significant items indicating the growth and financial condition of the Company for the period under review:

<u>Year</u>	<u>Gross Premiums Written</u>	<u>Admitted Assets</u>	<u>Liabilities</u>	<u>Policyholders' Surplus</u>
2001*	\$211,239,898	\$288,991,825	\$154,622,238	\$134,369,587
2002	228,175,863	308,909,009	164,750,137	144,158,872
2003	246,401,586	333,461,608	171,708,434	161,753,174
2004	263,780,737	399,292,059	216,999,057	182,293,002
2005	280,428,802	408,162,682	214,268,421	193,894,260
2006*	303,425,953	441,293,363	238,373,234	202,920,129

*Per examination.

Amounts for the remaining years were obtained from Company copies of filed Annual Statements.

REINSURANCE

Intercompany Reinsurance Pooling Agreement

This agreement was originally effective August 1, 1987, between the Company and its affiliates: Alfa Mutual Insurance Company (AMI); Alfa Mutual Fire Insurance Company (AMF); Alfa Mutual General Insurance Company (AMG); and Alfa

Insurance Corporation (AIC). Alfa Specialty Insurance Corporation (ASI) was added to the pool in 2001. Alfa Vision Insurance Corporation (AVI) was added to the pool in 2005. These participants in the pooling agreement will be referred to as "the affiliates" for the remainder of this discussion. This reinsurance pooling agreement was filed with the Alabama Department of Insurance on July 29, 1987, and was subsequently approved. Pertinent terms of the agreement are as follows:

Initially, the affiliates ceded 100% of their book of business then in force to the Alfa Mutual Insurance Company (AMI) and paid AMI their proportionate share of the net unearned premium less commissions at the provisional rate of 20%.

Currently, the affiliates cede 100% of the net liabilities for net premiums written to AMI and AMI retains or retrocedes the pooled business in accordance with the following percentages:

Company	Effective January 1, 2001	Effective January 1, 2005
AMI	18	18
AMF	13	13
AMG	3	3
ASI	1	1
AIC	32.5	30
AGI	32.5	30
AVI	N/A	5
TOTAL	<u>100</u>	<u>100</u>

The following percentages are shown below for the Coinsurance Allocations for Catastrophe Losses and Related Expenses for the related years:

Effective January 1, 2002			Effective January 1, 2003		
Cumulative Calendar Year Catastrophe Losses and Related Expenses (Million)	Coinsurance Allocation		Cumulative Calendar Year Catastrophe Losses and Related Expenses (Million)	Coinsurance Allocation	
	AGI AIC	AMI, AMF AMG, ASI		AGI AIC	AMI, AMF AMG, ASI
11.6	65%	35%	12.125	65%	35%
19	0%	100%	19	0%	100%
32	0%	100%	32	0%	100%
43	0%	100%	43	0%	100%
77	0%	100%	77	0%	100%
146	0%	100%	146	0%	100%
198	0%	100%	198	0%	100%
289+	16%	84%	301.5 +	18%	82%

- Cumulative calendar year catastrophe losses and related expenses are in millions.
- AIC and AGI to be allocated equally.
- AMI, AMF, AMG, and ASI to be allocated according to this group's relative pool percentages in effect.
- Catastrophe losses are to be accumulated during each annual calendar period.
- AMI, AMF, AMG, ASI, AIC and AGI to be allocated according to this group's relative surplus.

Effective January 1, 2004		
Cumulative Calendar Year Catastrophe Losses and Related Expenses (Million)	Coinsurance Allocation	
	AGI AIC	AMI, AMF AMG, ASI
Less than or = 14.2	65%	35%
Between 14.2 - 352	0%	100%
Greater than or = 352	18%	82%

- AIC and AGI to be allocated equally.
- AMI, AMF, AMG, and ASI to be allocated according to this group's relative pool percentages in effect.
- Catastrophe losses are to be accumulated during each annual calendar period.
- AMI, AMF, AMG, ASI, AIC and AGI to be allocated according to this group's relative surplus.

Effective January 1, 2005			Effective January 1, 2006		
Cumulative Calendar Year Catastrophe Losses and Related Expenses (Million)	Coinsurance Allocation		Cumulative Calendar Year Catastrophe Losses and Related Expenses (Million)	Coinsurance Allocation	
	AGI, AVI AIC	AMI, AMF AMG, ASI		AGI AVI AIC	AMI, AMF AMG, ASI
Less than or = 17.9	65%	35%	Less than or = 21.2	65%	35%
Between 17.9 – 443.7	0%	100%	Between 21.2 – 525.5	0%	100%
Greater than or = 443.7	19%	81%	Greater than or = 525.5	21%	79%

- AMI, AMF, AMG, ASI, AIC, AGI and AVI to be allocated according to this group's relative pool percentages in effect.
- Catastrophe losses are to be accumulated during each annual calendar period.
- AMI, AMF, AMG, ASI, AIC, AGI and AVI to be allocated according to this group's relative surplus as reported in the preceding year-end annual statement.

- Effective January 1, 2006 - Coinsurance Allocation of AMI to include any coinsurance allocation for ASI (AMI's wholly owned subsidiary).

Reinsurance Assumed

The only reinsurance assumed by the Company during the examination period, other than through the intercompany reinsurance pool, was reinsurance assumed from the following mandatory pools: Georgia Underwriting Association; Georgia Workers' Compensation; GACAIP; MSCAIP; Mississippi Underwriting Association; and, Mississippi Workers' Compensation. At December 31, 2006, the Company's liabilities that resulted from participation in these pools were insignificant in amount.

Reinsurance Ceded

As of December 31, 2006, the Company ceded reinsurance to an affiliate, Alfa Mutual Fire Insurance Company (AMF) via three Intercompany Traditional Excess Catastrophe Reinsurance contracts:

- 1) Intercompany Traditional Excess Catastrophe Reinsurance Contract, effective January 1, 2006, whereby the Company cedes 100% of the First and Second Excess Catastrophe Reinsurance as follows:

	First Excess	Second Excess
Company's Retention	\$75,000,000	\$125,000,000
Participation Rate:	0%	0%
Reinsurer's Per Occurrence Limit (100% of)	\$50,000,000	\$75,000,000
Reinsurer's Term Limit (100% of)	\$100,000,000	\$150,000,000

- 2) Intercompany Traditional Excess Catastrophe Reinsurance Contract, effective June 1, 2006, whereby the Company cedes 100% of the Third, Fourth, Fifth, Sixth A and Sixth B Excess Catastrophe Reinsurance, subject to the following:

	Third Excess	Fourth Excess	Fifth Excess	Sixth A Excess	Sixth B Excess
Company's Retention	\$200,000,000	\$300,000,000	\$400,000,000	\$500,000,000	\$525,500,000
Intercompany Placement %	72.25%	96.3%	85.925%	79.555%	79.555%
Participant Rate:	0%	0%	0%	0%	10.1%
Per Occurrence Limit (100% of)	\$100,000,000	\$100,000,000	\$100,000,000	\$25,500,000	\$174,500,000
Reinsurer's Term Limit (100% of)	\$200,000,000	\$200,000,000	\$200,000,000	\$51,000,000	\$349,000,000

- 3) Intercompany Traditional Excess Catastrophe Reinsurance Contract, effective June 15, 2006, whereby the Company ceded 100% of the Seventh Excess Catastrophe Reinsurance. The Company's pool participation rate for this layer is 10.1%. The Reinsurer's retention is the first \$700,000,000 of ultimate net loss per occurrence, with a term limit of 80.5% of \$100,000,000.

As of December 31, 2006, the following contracts for ceding reinsurance to non-affiliated companies were applicable to the Company:

General Reinsurance Corporation

- Excess of Loss Reinsurance (9138) – effective April 1, 2004, on property business. The Company's retention for the first excess cover was \$500,000 and the second excess cover was \$1,000,000. The limit of liability of the reinsurer will not exceed a total payment of net loss and adjustment expense combined under the first excess cover of \$1,500,000 or under the second excess of \$3,000,000 all risks involved in once occurrence. This agreement also included excess of loss reinsurance of liability business. The Company's retention was \$500,000 for the first excess cover and \$1,000,000 for the second excess cover. Effective July 1, 2006, the Company's retention for the first excess cover increased to \$750,000 and a third excess cover in the amount of \$2,000,000 for new and renewal policies becoming effective at and after October 1, 2006 was added.

ACCOUNTS AND RECORDS

The Company's principal accounting records were maintained on electronic data processing equipment. Management and record-keeping functions were performed by the personnel of Alfa Mutual Insurance Company under a Management and Operating Agreement. For further review of the agreement, see the caption *Management and Operating Agreement* under the heading HOLDING COMPANY AND AFFILIATES.

The examiners reviewed the accounts and records maintained by the Company for its cash disbursements of \$25.00 or more. The review indicated the Company's documentation for intercompany balance transfers was not in compliance with ALA. CODE § 27-27-30 (1975). The Company provided copies of the cancelled checks, and vouchers which included the amount of transfer, the payor, and payee. The documentation did not include a description of the consideration for the payment, a description of the services provided, itemization of the expenditures, or a

receipt. The documentation is required by ALA. CODE § 27-27-30 (1975), which states:

“(a) No insurer shall make any disbursement of \$25.00 or more unless evidenced by a voucher or other document correctly describing the consideration for the payment and support by a check or receipt endorsed or signed by, or on behalf of, the person receiving the money.

(b) If the disbursement is for services and reimbursement, the voucher or other document, or some other writing referred to therein, shall describe the services and itemize the expenditures. . . .”

Internal Accounting Records

The Company's internal controls and information systems are those of AMI, since the Company is operated by AMI, in accordance with the aforementioned Management and Operating Agreement. Said internal controls and information systems were reviewed during the concurrent examination of AMI. They were evaluated by observation, interviewing AMI personnel, and reviewing the NAIC Internal Controls and Information Systems Questionnaires, and Examiner Planning Questionnaire completed by AMI. AMI's internal controls and information system controls appeared to be sufficient to safeguard the Company's assets and to generate adequate records of its business. The Company's accounting systems and documentation of its transactions were deemed adequate.

External Audit and Actuarial

The Company and its affiliates were audited annually, on a statutory basis. In 2006, the Company and its affiliates were audited by the certified public accounting (CPA) firm of PriceWaterhouseCoopers (PwC), Birmingham, AL; and annually in 2002-2005 by KPMG, Birmingham, AL. The audit reports and workpapers of the external auditors were obtained and utilized as deemed appropriate.

The reserve calculations for the years 2002 - 2005, were certified by Mr. Scott Weinstein, FCAS, MAAA of KPMG. The reserve calculation for year-end 2006 was certified by Mr. Anthony Kellner, FCAS, MAAA of PwC.

Record Retention Policy

The Company's Record Retention Policy stated that the Company maintains its records as required by law and as long as the records were useful to the Company. Company management also indicated that each department within the Company is responsible for developing a record retention schedule that meets the specific needs of the department. The examination determined that the Company's record retention policy did not contain specific language as to the actual length or time the records are to be retained in accordance with ALA. ADMIN. CODE 482-1-118-.03 (1999), which states:

“Every insurer, which term shall include every domestic insurer . . . or any other legal entity regulated by the Insurance Code and licensed to do business in this state shall maintain its books, records, documents and other business records in order that the insurer's financial condition may be readily ascertained by the Department of Insurance, taking into consideration other record retention requirements. All records must be maintained for not less than five (5) years.”

Disaster Recovery Plan

The NAIC Information System Questionnaire (ISQ) assisted the examiners in determining the strengths and weaknesses within the Company's IS Department. Based on a review of the ISQ responses and supporting documentation, it was determined the business continuity plan describes senior management's roles and responsibilities associated with the declaration of an emergency and implementation of the disaster recovery and business continuity plans.

The Company provided a copy of its Disaster Recovery Plan and documentation supporting its testing. The Company's ISQ responses, Disaster Recovery Plan and supporting documentation were reviewed and it was determined the Company has an adequate and up-to-date plan in place. The plan is reviewed quarterly, and tested annually at an alternate site.

Consideration of Fraud

The examiners utilized the procedures recommended in the NAIC Financial Condition Examiners Handbook in Exhibit M – Consideration of Fraud. The CPA documentation on the fraud risk factors was reviewed and procedures were included during the examination to test the risk factors identified during the planning stages of

the examination. Company management was interviewed; management showed an understanding of the fraud risk factors in the Company and has taken action over the years to mitigate the risk.

FINANCIAL STATEMENTS

The Financial Statements included in this report were prepared based on the Company's records, and the valuations and determinations made during the examination for the year ended December 31, 2006. Amounts shown in the comparative statements for the years 2002, 2003, 2004, and 2005, were compiled from Company copies of filed Annual Statements. The statements are presented in the following order:

Statement of Assets, Liabilities, Surplus	30 and 31
Summary of Operations	32
Capital and Surplus	33

**THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN
THIS REPORT ARE AN INTEGRAL PART THEREOF.**

ALFA GENERAL INSURANCE CORPORATION
STATEMENT OF ASSETS, LIABILITIES, SURPLUS AND OTHER FUNDS

For the Year Ended December 31, 2006

	Assets	Non-admitted Assets	Net Admitted Assets
<u>Assets</u>			
Bonds	\$273,112,354	\$ 0	\$273,112,354
Stocks:			
Preferred Stock	4,259,430	0	4,259,430
Common Stock	20,619,179	0	20,619,179
Cash, cash equivalents, and short-term investments	32,747,889	0	32,747,889
Other invested assets	42,046,642	889,784	41,156,858
Receivables for securities	4,593,899	0	4,593,899
Subtotals, cash and invested assets	\$377,379,392	\$889,784	\$376,489,608
Investment income due and accrued	3,175,896	0	3,175,896
Premiums and considerations:			
Uncollected premiums and agents' balances in the course of collection (Note 1)	17,398,471	55,984	17,342,487
Deferred premiums, agents' balances and installments booked but deferred and not yet due (Note 1)	33,074,371	11,602	33,062,769
Reinsurance:			
Amounts recoverable from reinsurers	751,598	0	751,598
Current federal and foreign income tax recoverable and interest thereon	1,288,697	0	1,288,697
Net deferred tax asset	9,342,072	456,317	8,885,755
Receivables from parent, subsidiaries and affiliates	296,552	0	296,552
Health care and other amounts receivable	1,910	1,910	0
Aggregate write-ins for other than invested assets	410,378	410,378	0
Total Assets	\$443,119,338	\$1,825,975	\$441,293,363

THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN THIS REPORT ARE AN INTEGRAL PART THEREOF.

ALFA GENERAL INSURANCE CORPORATION
STATEMENT OF ASSETS, LIABILITIES, SURPLUS AND OTHER FUNDS

For the Year Ended December 31, 2006

Liabilities:	
Losses	\$72,478,739
Reinsurance payable on paid losses and loss adjustment expenses	13,397,003
Loss adjustment expenses	12,835,865
Other expenses (excluding taxes, licenses, and fees)	51,821
Taxes, licenses, and fees (excluding federal and foreign income taxes)	303,246
Unearned premiums	92,286,845
Advance premium	16,214,144
Ceded reinsurance premiums payable (net of ceding commissions)	716,003
Amounts withheld or retained by the Company for the account of others	17,913
Remittances and items not allocated	73,267
Drafts outstanding	1,080,189
Payable to parent, subsidiaries, and affiliates	9,371,053
Aggregate write-ins for liabilities	18,071,280
Payable for securities	1,475,866
Total Liabilities	\$238,373,234
Capital and Surplus:	
Aggregate write-ins for special surplus funds	3,775,279
Common capital stock	1,500,000
Gross paid in and contributed surplus	30,088,016
Unassigned funds	167,556,834
Total Capital and Surplus	\$202,920,129
Total Liabilities and Stockholders' Equity	\$441,293,363

THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN
THIS REPORT ARE AN INTEGRAL PART THEREOF.

ALFA GENERAL INSURANCE CORPORATION
SUMMARY OF OPERATIONS

For the Years Ended December 31, 2006, 2005, 2004, 2003, and 2002

	2006	2005	2004	2003	2002
Underwriting Income					
Premiums earned	\$278,856,691	\$256,818,993	\$242,766,936	\$227,221,376	\$211,671,706
Losses incurred	162,644,036	154,321,656	149,366,624	142,144,640	135,203,548
Loss expenses incurred	13,779,387	10,974,524	10,196,926	8,967,578	9,277,459
Other underwriting expenses incurred	80,349,741	68,135,307	59,847,902	60,732,262	55,880,704
Aggregate write-ins for underwriting deductions	(565)	(5,747)	(61,903)	(138,385)	(182,129)
Total underwriting deductions	<u>\$256,772,599</u>	<u>\$233,425,740</u>	<u>\$219,349,549</u>	<u>\$211,706,095</u>	<u>\$200,179,582</u>
Net underwriting gain / (loss)	22,084,092	23,393,253	23,417,387	15,515,281	11,492,124
Investment Income					
Net investment income earned	15,825,758	18,448,281	16,571,406	14,731,585	18,503,635
Net realized capital gains / (loss)	882,198	882,224	(1,557,141)	(234,357)	1,583,972
Net investment gain / (loss)	16,707,956	19,330,505	15,014,265	14,497,228	20,087,607
Other Income					
Net gain / (loss) from agents' or premium balances charged off	(615,499)	(107,394)	(119,133)	0	0
Finance and service charges not included in premiums	6,543,946	4,664,057	3,058,618	2,958,567	2,823,955
Aggregate write-ins for miscellaneous income	767	0	0	0	371
Total other income	5,929,214	4,556,663	2,939,485	2,958,567	2,824,326
Net income after dividends to policyholders, after capital gains tax and before all federal and foreign income tax	44,721,262	47,280,421	41,371,137	32,971,076	34,404,057
Federal and foreign income taxes incurred	<u>9,717,232</u>	<u>12,977,925</u>	<u>10,219,339</u>	<u>9,503,072</u>	<u>9,816,582</u>
Net Income	\$35,004,030	\$34,302,496	\$31,151,798	\$23,468,004	\$24,587,475

THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN
THIS REPORT ARE AN INTEGRAL PART THEREOF.

**ALFA GENERAL INSURANCE CORPORATION
CAPITAL AND SURPLUS ACCOUNT**

For the Years Ended December 31, 2006, 2005, 2004, 2003, and 2002

	2006	2005	2004	2003	2002
Surplus as regards policyholders, December 31 prior year	<u>\$193,894,261</u>	<u>\$182,293,002</u>	<u>\$161,753,175</u>	<u>\$144,158,872</u>	<u>\$134,369,584</u>
Net income	\$35,004,030	\$34,302,496	\$31,151,798	\$23,468,004	\$24,587,475
Change in net unrealized capital gains or (losses) less capital gains tax	(622,282)	(194,538)	863,566	4,167,713	(5,224,030)
Change in net deferred income tax	1,260,873	546,351	(402,085)	(556,194)	1,288,142
Change in nonadmitted assets	(1,729,573)	(53,348)	3,368,548	2,285,822	(5,587,867)
Change in provision for reinsurance	0	0	0	0	1,204
Cumulative effect of changes in accounting principles	(159,397)	0	0	0	1,381,709
Dividends to stockholders	(24,810,500)	(24,784,500)	(14,442,000)	(11,773,500)	(6,913,500)
Aggregate write-ins for gains and losses in surplus	<u>82,717</u>	<u>1,784,798</u>	<u>0</u>	<u>2,458</u>	<u>256,155</u>
Change in surplus as regards policyholders for the year	<u>\$9,025,868</u>	<u>\$11,601,259</u>	<u>\$20,539,827</u>	<u>\$17,594,303</u>	<u>\$9,789,288</u>
Surplus as regards policyholders, December 31 current year	<u>\$202,920,129</u>	<u>\$193,894,261</u>	<u>\$182,293,002</u>	<u>\$161,753,175</u>	<u>\$144,158,872</u>

THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN
THIS REPORT ARE AN INTEGRAL PART THEREOF.

NOTES TO FINANCIAL STATEMENTS

<u>Note 1 – Uncollected premiums and agents' balances in the course of collection</u>	<u>\$17,342,487</u>
<u>Deferred premiums, agents' balances and installments booked but deferred and not yet due</u>	<u>\$33,062,769</u>

The captioned \$17,342,487 is the same as reported by the Company in its 2006 Annual Statement, but \$1,912,991 less than that determined by the examination. The captioned \$33,062,768 is the same as reported by the Company in its 2006 Annual Statement, but \$1,912,991 more than that determined by the examination.

The examination determined that the Company recorded premiums due under *Deferred premiums and agents' balances and installments booked but deferred and not yet due*. Premiums due are recorded under *Uncollected premiums and agents' balances in the course of collection*, in accordance with the guidance provided by the NAIC Annual Statement Instructions, which state:

“Line 13.1 – Uncollected premiums and Agents' Balances in Course of Collection.

Include: Direct and group billed uncollected premiums. Amounts collected but not yet remitted to home office.”

CONTINGENT LIABILITIES AND PENDING LITIGATION

The examination for contingent liabilities and pending litigation included: review of the Company's Annual Statement disclosures, minutes of the corporate governing bodies, pending claims, and the usual examination of the accounts for unrecorded items. No material unreported contingencies were noted and all litigation pending against the Company, at December 31, 2006, appeared to be within the ordinary course of its business.

The Company's Chief Executive Officer and its Chief Financial Officer executed a letter of representation, attesting to the non-existence of unreported liabilities and contingencies as of December 31, 2006.

COMPLIANCE WITH PREVIOUS RECOMMENDATIONS

A review was conducted during the current examination with regards to the Company's compliance with recommendations made in the previous examination report. This review indicated that the Company had satisfactorily complied with the recommendations contained in the immediately preceding Report on Examination.

COMMENTS AND RECOMMENDATIONS

Conflict of Interest – Page 7

It is recommended that the Company maintain evidence of its conflict of interest statements signed by each officer, director and other key personnel as required by the Company's "Principles of Business Conduct" policy and the GENERAL INTERROGATORIES of the NAIC Annual Statement Instructions.

Monthly Billing Service Agreement – Page 14

It is recommended that the Company file all related parties' contracts with the commissioner for approval before entering into transactions under the contract and comply with ALA. CODE § 27-29-5 (b) (1975), which states:

"The following transactions involving a domestic insurer and any person in its holding company system may not be entered into unless the insurer has notified the commissioner in writing of its intention to enter into such transaction at least 30 days prior thereto, or such shorter period as the commissioner may permit, and the commissioner has not disapproved it within that period. . . .

(4) All management agreements, service contracts, and all cost-sharing arrangements; and. . . ."

Section 1033 of Title 18 of the U.S. CODE – Page 16

It is recommended that the Company create a policy that ensures those authorized to act on its behalf continue to meet the requirements of Section 1033 of Title 18 of the U.S. CODE, and ALA. ADMIN. CODE 482-1-121 (2003), which states:

“... Insurance companies, as well as persons employing anyone to conduct the business of insurance may be in violation of this statute if they willfully permit participation by a prohibited person, including persons who are already employed or being considered for employment. Failure to initiate a screening process in an attempt to identify prohibited persons in current or prospective employment relationships may be a factor in determining if a violation of this statute has occurred. ...”

Claims Payments Practices – Page 19

It is recommended that the Company maintain complete records of closed claims, including the five missing files, in accordance with ALA. CODE § 27-27-29 (a) (1975), which states:

“Every domestic insurer shall have, and maintain, its principal place of business and home office in this state and shall keep therein complete records of its assets, transactions and affairs in accordance with such methods and systems as are customary or suitable as to the kind, or kinds, of insurance transacted.”

Policyholders' Complaints – Page 20

It is recommended that the Company record all written communication primarily expressing a grievance in the company's complaint register. The recommendation is effective May 7, 2007, when the Alabama Department of Insurance adopted the NAIC Market Regulation Handbook.

It is recommended that the Company log the function and reasons for complaints in its complaint register. The recommendation is effective May 7, 2007, when the Alabama Department of Insurance adopted the NAIC Market Regulation Handbook.

Accounts and Records – Page 25

It is recommended that the Company maintain the required supporting documentation for all disbursements exceeding \$25.00, including intercompany balance transfers, in accordance with ALA. CODE § 27-27-30 (1975), which states:

“(a) No insurer shall make any disbursement of \$25.00 or more unless evidenced by a voucher or other document correctly describing the

consideration for the payment and support by a check or receipt endorsed or signed by, or on behalf of, the person receiving the money.

(b) If the disbursement is for services and reimbursement, the voucher or other document, or some other writing referred to therein, shall describe the services and itemize the expenditures. . . .”

Record Retention Policy – Page 27

It is recommended that the Company’s record retention policy indicate that all records should be maintained for no less than five years in accordance with ALA. ADMIN. CODE 482-1-118-.03 (1999), which states:

“Every insurer, which term shall include every domestic insurer . . . or any other legal entity regulated by the Insurance Code and licensed to do business in this state shall maintain its books, records, documents and other business records in order that the insurer’s financial condition may be readily ascertained by the Department of Insurance, taking into consideration other record retention requirements. All records must be maintained for not less than five (5) years.”

Uncollected premiums and agents’ balances in the course of collection – Page 34

Deferred Premiums, agents’ balances and installments booked but deferred and not yet due – Page 34

It is recommended that the Company record all due and uncollected premiums on *Uncollected premiums and agents’ balances in the course of collection* in accordance with the guidance provided by the NAIC Annual Statement Instructions, which state:

“Line 13.1 – Uncollected premiums and Agents’ Balances in Course of Collection.

Include: Direct and group billed uncollected premiums. Amounts collected but not yet remitted to home office.”

SUBSEQUENT EVENTS

The review of events subsequent to December 31, 2006, and up to the date of this report included: review of the March 31, 2007, June 30, 2007, and September 30,

2007, Quarterly Statements; 2) review of the December 31, 2007 Annual Statement; and 3) general review of the cash disbursements/receipts transactions that might potentially have a material impact on the Company's continued operations and/or financial conditions. In addition, the examiners inquired of management regarding any significant subsequent events. There were no significant subsequent events other than those discussed below.

Privatization of Alfa Corporation

On April 15, 2008, Alfa Mutual Insurance Company (AMI) and Alfa Mutual Fire Insurance Company (AMF) completed a merger transaction (the Merger) in which they acquired the shares of Alfa Corporation (AC) not previously owned by them. As a result of the transaction, AC became a wholly owned subsidiary of AMI (65%) and AMF (35%). Each share of common stock of AC (other than shares owned by AMI, AMF, AC, and its wholly owned subsidiaries, and holders of shares subject to certain company awards) was cancelled and converted into the right to receive \$22.00 in cash, without interest.

Also, as a result of the Merger, AC's common stock ceased to trade on the Nasdaq Global Select Market as of the close of trading on April 15, 2008, and the registration of AC's common stock under the Securities Exchange Act of 1934, as amended, was terminated.

Contingencies

Subsequent to the end of the second quarter 2007, and following the initial announcement of the proposed Merger, certain purported class action lawsuits were brought on behalf of the public stockholders of AC in the Delaware Court of Chancery and in the Circuit Court of Montgomery County, Alabama. On April 14, 2008, the Circuit Court of Montgomery County, Alabama, formally approved the settlement reached by the parties to the aforementioned class action lawsuits.

In addition, on November 9, 2007, a policyholder of AMI filed a purported class action against AMI in the Circuit Court of Macon County, Alabama, also relating to the Merger. The policyholder subsequently elected to dismiss the class action claims. Also, on November 21, 2007, certain policyholders of AMI, AMF, and AMG filed a purported class action and derivative action against AMI, AMF, AMG, AC, and certain of their officers and directors in the Circuit Court of Walker County, Alabama. On February 23, 2008, counsel for the parties in the Walker County action entered into a Memorandum of Understanding to settle such action, subject to

approval of the court. On March 4, 2008, the Walker County court conditionally approved the settlement and set a final approval hearing for May 28, 2008.

Pooling Agreement

On January 1, 2007, the pooling agreement was amended to add Alfa Alliance Insurance Corporation (AAI). Effective April 16, 2008, the pooling agreement was amended to change the pool participation percentages.

CONCLUSION

In concluding this Report on Examination, as of December 31, 2006, of *ALFA GENERAL INSURANCE CORPORATION*, acknowledgment is hereby made of the courtesy and cooperation extended by all persons representing the Company during the course of the examination.

The customary examination procedures, as recommended by the National Association of Insurance Commissioners, have been followed to the extent appropriate in connection with the verification and valuation of assets and the determination of liabilities set forth in this report.

In addition to the undersigned, Charles Turner, Toni Bean, Jennifer Haskell, Mora Perkins, Theo Goodin, Jerry Hyche, Examiners, Frank Fricks, CFE, AIE, with Insurance Logic and Matthew Merlino, FCAS, MAAA, FCA and Suejeudi Buehler, FCAS, MAAA, Consulting Actuarial Examiners, both with Merlino & Associates, Inc.; all representing the Alabama Department of Insurance, participated in this examination of Alfa General Insurance Corporation.

Respectfully submitted,

Francis Blase Abreo

Blase Francis Abreo, CFE
Examiner-in-Charge
State of Alabama
Department of Insurance